

Rice Midstream Partners LP  
 Form 3  
 December 16, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Rice Energy Inc.		(Month/Day/Year)	Rice Midstream Partners LP [RMP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
400 WOODCLIFF DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
CANONSBURG, PA 15317			<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common units representing limited partner interests	0 <u>(1)</u> <u>(2)</u>	I	See footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Energy Inc. 400 WOODCLIFF DRIVE CANONSBURG, PA 15317	^	^ X	^	^
Rice Midstream Holdings LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317	^	^ X	^	^
Rice Energy Appalachia, LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317	^	^ X	^	^

## Signatures

/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Midstream Holdings LLC 12/16/2014

\_\_Signature of Reporting Person Date

/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Energy Appalachia, LLC 12/16/2014

\_\_Signature of Reporting Person Date

/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Energy Inc. 12/16/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 3 is being filed in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-199932). As of December 16, 2014, Rice Midstream Holdings LLC ("Rice Midstream Holdings") owns all of the issued and outstanding limited partner interests in Rice Midstream Partners LP ("Issuer"), Rice Energy Appalachia LLC ("REA") directly owns 100% of the outstanding membership interests in Rice Midstream Holdings and Rice Energy Inc. ("Rice Energy") directly owns 100% of the outstanding membership interests in REA. Accordingly, Rice Energy and REA may be deemed to be indirect beneficial owners of any securities held by Rice Midstream Holdings.

(2) In connection with the closing of the Issuer's initial public offering, all of the previously issued and outstanding limited partner interests of the Issuer held by Rice Midstream Holdings will be exchanged for newly-issued common units representing limited partner interests of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.